

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: Big Lots, Inc., et al.

Case No. (Jointly Administered): 24-11967 (JKS)
Reporting Period: September 9, 2024 – September 28, 2024

SUPPORTING DOCUMENTATION TO UST FORM 11-MOR

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts and Disbursements	MOR-1	x	
Statement of Operations	MOR-2	x	
Balance Sheet	MOR-3	x	

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Notes to the Monthly Operating Report

General:

The report includes activity from the following Debtors and related Case Numbers:

Debtor Name	Case No.
Great Basin, LLC	24-11966 (JKS)
Big Lots, Inc.	24-11967 (JKS)
Consolidated Property Holdings, LLC	24-11968 (JKS)
Big Lots Management, LLC	24-11969 (JKS)
Big Lots Stores - PNS, LLC	24-11970 (JKS)
Broyhill LLC	24-11971 (JKS)
BLBO Tenant, LLC	24-11972 (JKS)
Big Lots Stores, LLC	24-11973 (JKS)
CSC Distribution LLC	24-11974 (JKS)
Durant DC, LLC	24-11975 (JKS)
Big Lots Stores - CSR, LLC	24-11976 (JKS)
GAFDC LLC	24-11977 (JKS)
Closeout Distribution, LLC	24-11978 (JKS)
WAFDC, LLC	24-11979 (JKS)
Big Lots eCommerce LLC	24-11980 (JKS)
AVDC, LLC	24-11981 (JKS)
PAFDC LLC	24-11982 (JKS)
INFDC, LLC	24-11983 (JKS)
Big Lots F&S, LLC	24-11984 (JKS)

Introduction: On September 9, 2024 (the “Petition Date”), Big Lots, Inc. and its affiliated debtors and debtors in possession (collectively the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), thereby commencing these cases jointly administered as *In re: Big Lots, Inc., et al.*, No. 24-11967 (JKS) (“Chapter 11 Cases”). The Debtors are authorized to continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code.

On September 10, 2024, the Bankruptcy Court entered an order [Docket No. 95] authorizing the joint administration of these Chapter 11 Cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. On September 23, 2024, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee pursuant to section 1102(a)(1) of the Bankruptcy Code [Docket No. 248].

Additional information about these Chapter 11 Cases, court filings, and claims information is available at the Debtors’ restructuring website: <https://cases.ra.kroll.com/biglots>.

Accounting Principles: This Monthly Operating Report (“MOR”) is unaudited and has been prepared solely for the purpose of complying with the Debtors’ obligations to provide monthly operating reports during these Chapter 11 Cases. This MOR is not prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and does not include all information and disclosures required by U.S. GAAP. The MOR is not intended to reconcile to any financial statement otherwise prepared or distributed by the Debtors. The Debtors have prepared this MOR using the best information presently available to them at this time, which has been collected, maintained, and prepared in accordance

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with their historical accounting practices. This MOR is, thus, true and accurate to the best of the Debtors' knowledge, information and belief based on current available data. The MOR should not be relied upon by any persons for information relating to current or future financial condition, events, or performance of any of the Debtors or their affiliates, as the results of operations contained herein are not necessarily indicative of results which may be expected from any other period or for the full year, and may not necessarily reflect the combined results of operations, financial position, and schedule of receipts and disbursements in the future.

General Methodology: The Debtors prepared this MOR relying primarily upon the information set forth in their books and records. Additionally, the information furnished in this report includes primarily normal recurring adjustments, but does not include all the adjustments necessary to ensure that the quarterly and/or annual consolidated financial statements are in accordance with U.S. GAAP, including income tax accruals that would typically be made. Furthermore, the monthly financial information contained herein has not been subjected to the same level of accounting review and testing that the Debtors apply in the preparation of their quarterly and annual consolidated financial information in accordance with U.S. GAAP. Because the Debtors' accounting systems, policies, and practices were developed to produce financial statements at a consolidated level, rather than financial statements by legal entity, it is possible that not all assets, liabilities, income or expenses have been recorded on the correct entity. Accordingly, upon the application of such procedures, the Debtors believe that the financial information may be subject to change, and these changes could be material.

Reporting Period: This is the first MOR filed since the Petition Date and includes cash activity in MOR-1 from September 9, 2024 through September 28, 2024. In preparing this MOR, the Debtors made best efforts to supplement the information set forth in their books and records with additional information concerning transactions that may not have been identified therein.

Accuracy: The financial information disclosed herein was not prepared in accordance with federal or state securities laws or other applicable non-bankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons and entities trading in or otherwise purchasing, selling, or transferring the claims against or equity interests in the Debtors should evaluate this financial information in light of the purposes for which it was prepared. The Debtors and their advisors are not liable for and undertake no responsibility to indicate variations from security laws herein or for any evaluations of the Debtors based on this financial information or any other information.

Carrying Value of Assets: Unless otherwise noted, this MOR reflects the carrying values of the assets as recorded on the Debtors' books and records as of the end of the fiscal period and is not based upon an estimate of their current market value. The Debtors reserve their right to amend or adjust the value of each asset set forth herein.

Prepetition Liabilities Subject to Compromise: As a result of the Chapter 11 Cases, the payment of certain prepetition indebtedness may be subject to compromise or other treatment under a plan of reorganization. Generally, actions to enforce or otherwise effect payment of pre-Chapter 11 liabilities are stayed. However, the Bankruptcy Court has authorized the Debtors to pay certain prepetition claims subject to certain terms and conditions.

Past Performance: The results of operations contained herein are not necessarily indicative of results that may be expected from any other period or for the full year and may not necessarily reflect the consolidated results of operations, financial position and cash flows of the Debtors in the future. For the reasons discussed above, the Debtors caution readers not to place undue reliance upon information contained in this MOR.

Reservation of Rights: The Debtors hereby reserve all of their rights to dispute the validity, status, enforceability, or executory nature of any claim amount, representation or other statement in this MOR and reserve the right to amend or supplement this MOR, if necessary. Nothing contained in this MOR shall constitute a waiver of any of the Debtors' rights or an admission with respect to their Chapter 11 Cases. In future periods, any changes to prior period balances will be reflected in the current month's MOR.

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Cash is received and disbursed by the Debtors as described in the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing (A) Debtors to Continue to Maintain Existing Cash Management System, Bank Accounts, and Business Forms, (B) Debtors to Open and Close Bank Accounts, and (C) Financial Institutions to Administer the Bank Accounts and Honor and Process Related Checks and Transfers, (II) Waiving Deposit and Investment Requirements, and (III) Allowing Intercompany Transactions and Affording Administrative Expense Priority to Post-Petition Intercompany Claims* [Docket No. 15] (the “Cash Management Motion”) and is consistent with the Debtors’ historical cash management practices. Debtor Big Lots Stores, LLC remits payments on behalf of other Debtor entities for certain expenses. The Debtors have made reasonable efforts to appropriate these expenses to their respective Debtors for purposes of MOR-1 and Form MOR-11 Part 1.

Cash activity related to intercompany transfers among the Debtors are excluded from cash receipts and disbursements. As more fully described in the Debtors’ Cash Management Motion, the Debtors elected to enter a Dominion Period prior to the Petition Date. Transfers conducted in accordance with the Dominion Period requirements are included in the Debtors’ cash receipts and disbursements in this MOR.

Figures include cash as reported in the Debtors’ bank statements. Reconciliation differences exist between bank statement balances and balance sheet cash balances due to ordinary course timing differences between payment execution in the Debtors’ financial system and disbursement of funds from Debtor bank accounts, as well as outstanding checks and deposits in transit. The Debtors’ standard practice is to ensure that bank reconciliations are completed before closing the books each reporting period.

Notes to UST Form 11-MOR, Part 1 Cash Receipts and Disbursements:

Consistent with the guidance received from the U.S. Trustee in connection with the completion of UST Form 11-MOR Part 1, Cash Receipts and Disbursements, reported cash receipts and disbursements should exclude intercompany, debtor-to-debtor, transactions. As a result, for those Debtors with net intercompany cash outflows or inflows during the reporting period, the ending cash balances reported on Form 11-MOR Part 1 will not agree with the ending cash balances per the Debtors’ bank statements or the Debtors’ books and records. For additional information on ending cash balances per the Debtors’ books and records, see the attached Summary of Cash Receipts and Disbursements.

Notes to UST Form 11-MOR, Part 6 Postpetition Taxes:

The Debtors’ books and records are typically maintained on a consolidated basis. The Debtors’ reasonably accessible records do not include information with respect to the Debtor entity liable for the postpetition tax obligations. Consequently, information on postpetition tax obligations is included in this MOR under Debtor Big Lots Stores, LLC. The Debtors reserve their rights with respect to the Debtor entities ultimately liable for tax obligations.

Notes to UST Form 11-MOR, Part 7 Questionnaire, item (a):

Following the Petition Date, the Bankruptcy Court entered various orders authorizing the Debtors to, among other things, pay certain prepetition: (i) services, fees, and charges assessed by the Debtors’ bank; (ii) customer programs obligations; (iii) employee wages, salaries, and related items (including, but not limited to, employee benefit programs and supplemental workforce obligations); (iv) insurance program obligations; (v) taxes and assessments; and (vi) critical vendor, 503(b)(9), lien, and foreign vendor obligations (collectively, the “First Day Orders”). To the extent any payments were made during the reporting

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period on account of prepetition claims pursuant to authority granted to the Debtors by the Bankruptcy Court by the First Day Orders, such payments have been included in this MOR (subject to the notes and limitations provided herein).

Summary of Cash Receipts and Disbursements

TIME PERIOD: 09/09/2024 through 09/28/2024

\$USD in 000s

Debtor Name	Case No.	Receipts		Disbursements		Surplus / (Deficit)
Great Basin, LLC	24-11966	\$	-	\$	(707)	\$ (707)
Big Lots, Inc.	24-11967	\$	-	\$	-	\$ -
Consolidated Property Holdings, LLC	24-11968	\$	-	\$	-	\$ -
Big Lots Management, LLC	24-11969	\$	-	\$	(831)	\$ (831)
Big Lots Stores - PNS, LLC	24-11970	\$	10,625	\$	(12,828)	\$ (2,203)
Broyhill LLC	24-11971	\$	-	\$	-	\$ -
BLBO Tenant, LLC	24-11972	\$	-	\$	-	\$ -
Big Lots Stores, LLC	24-11973	\$	427,756	\$	(368,717)	\$ 59,039
CSC Distribution LLC	24-11974	\$	-	\$	(6,158)	\$ (6,158)
Durant DC, LLC	24-11975	\$	-	\$	(4,601)	\$ (4,601)
Big Lots Stores - CSR, LLC	24-11976	\$	1,483	\$	(600)	\$ 883
GAFDC LLC	24-11977	\$	-	\$	-	\$ -
Closeout Distribution, LLC	24-11978	\$	18	\$	(8,609)	\$ (8,591)
WAFDC, LLC	24-11979	\$	-	\$	(356)	\$ (356)
Big Lots eCommerce LLC	24-11980	\$	-	\$	(1,474)	\$ (1,474)
AVDC, LLC	24-11981	\$	180	\$	(1,825)	\$ (1,645)
PAFDC LLC	24-11982	\$	-	\$	-	\$ -
INFDC, LLC	24-11983	\$	-	\$	-	\$ -
Big Lots F&S, LLC	24-11984	\$	-	\$	(6)	\$ (6)
Total		\$	440,063	\$	(406,713)	\$ 33,350

Schedule of Cash Receipts and Disbursements

TIME PERIOD: 09/09/2024 through 09/28/2024

\$USD in 000s

Cash Receipts

Credit Card and Payment Processor Receipts	\$	219,909
Customer Receipts	\$	44,538
Debt Borrowing	\$	172,118
Other Receipts	\$	3,498
Total Receipts	\$	440,063

Cash Disbursements

Credit Card Processor Obligations	\$	17,909
Debt Payments	\$	222,587
Freight	\$	15,783
Merchandise	\$	54,465
Other Expenses	\$	5,166
Payroll & Benefits	\$	47,167
Professional Fee Escrow	\$	20,070
Rent	\$	173
Taxes	\$	23,393
Total Disbursements	\$	406,713

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Unaudited Statement of Operations for the fiscal month ended September 28, 2024 - MOR-2

Reporting Period: September 9 - 28, 2024

<i>\$USD in 000s</i>	Big Lots Stores, LLC	Big Lots Stores - PNS, LLC	Big Lots Stores - CSR, LLC	Closeout Distribution, LLC	AVDC, LLC
Sales	202,960	75,876	12,874	199	1,042
Misc Revenue	1,465	112	35	1	1
Total Revenue	204,425	75,988	12,908	200	1,043
Cost of Goods Sold	(137,798)	(56,685)	(8,506)	(184)	(1,101)
Gross Margin	66,627	19,303	4,402	16	(57)
Selling and admin expenses	272,766	60,857	5,801	(33)	(2,505)
Depreciation Expense	19,708	10,423	559	137	3,825
Operating Profit/(Loss)	(225,847)	(51,977)	(1,958)	(89)	(1,378)
Interest Expense	(4,382)	(14)	(2)	(117)	(0)
Other Income (expense)	0	-	-	(0)	0
Intercompany Charges	(117,968)	(15,659)	(1,959)	(89)	88,169
Reorganization Items, Net	(14,385)	1,091	-	-	-
Pretax Income/(Loss)	(362,582)	(66,558)	(3,919)	(294)	86,791
Income Taxes	42	-	-	-	-
Net Income/(Loss)	(362,624)	(66,558)	(3,919)	(294)	86,791

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Reporting Period: September 9 - 28, 2024

<i>\$USD in 000s</i>	Big Lots eCommerce LLC	Big Lots Management, LLC	Big Lots, Inc.	Consolidated Property Holdings, LLC	Broyhill LLC
Sales	1,179	-	-	-	-
Misc Revenue	58	-	-	-	-
Total Revenue	1,236	-	-	-	-
Cost of Goods Sold	(1,062)	-	-	-	-
Gross Margin	175	-	-	-	-
Selling and admin expenses	402	(1,441)	102	-	-
Depreciation Expense	52	867	-	-	-
Operating Profit/(Loss)	(279)	574	(102)	-	-
Interest Expense	-	-	-	-	-
Other Income (expense)	-	-	-	-	-
Intercompany Charges	(279)	50,843	-	(1,618)	-
Reorganization Items, Net	-	(20,869)	-	-	-
Pretax Income/(Loss)	(558)	30,548	(102)	(1,618)	-
Income Taxes	-	-	-	-	-
Net Income/(Loss)	(558)	30,548	(102)	(1,618)	-

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<i>\$USD in 000s</i>	CSC Distribution				
	Great Basin, LLC	Big Lots F&S, LLC	LLC	Durant DC, LLC	PAFDC LLC
Sales	-	-	-	-	-
Misc Revenue	-	-	-	-	-
Total Revenue	-	-	-	-	-
Cost of Goods Sold	-	-	(22)	(31)	-
Gross Margin	-	-	(22)	(31)	-
Selling and admin expenses	(128)	1,036	(153)	(68)	1,079
Depreciation Expense	238	234	157	70	-
Operating Profit/(Loss)	(110)	(1,270)	(27)	(34)	(1,079)
Interest Expense	-	-	(211)	(170)	-
Other Income (expense)	-	-	(0)	(0)	-
Intercompany Charges	(110)	(1,270)	(27)	(34)	-
Reorganization Items, Net	-	-	-	-	1,079
Pretax Income/(Loss)	(220)	(2,540)	(264)	(237)	-
Income Taxes	-	-	-	-	-
Net Income/(Loss)	(220)	(2,540)	(264)	(237)	-

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<i>\$USD in 000s</i>	WAFDC, LLC	INFDC, LLC	BLBO Tenant, LLC	GAFDC LLC
Sales	-	-	-	-
Misc Revenue	-	-	-	-
Total Revenue	-	-	-	-
Cost of Goods Sold	-	-	-	-
Gross Margin	-	-	-	-
Selling and admin expenses	3	1,165	-	-
Depreciation Expense	-	-	-	-
Operating Profit/(Loss)	(3)	(1,165)	-	-
Interest Expense	-	-	-	-
Other Income (expense)	-	-	-	-
Intercompany Charges	-	-	-	-
Reorganization Items, Net	-	1,165	-	-
Pretax Income/(Loss)	(3)	-	-	-
Income Taxes	-	-	-	-
Net Income/(Loss)	(3)	-	-	-

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Unaudited Balance Sheet for the fiscal month ended September 28, 2024 - MOR-3

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<i>\$USD in 000s</i>	Big Lots Stores, LLC	Big Lots Stores - PNS, LLC	Big Lots Stores - CSR, LLC	Closeout Distribution, LLC	AVDC, LLC	Big Lots eCommerce LLC	Big Lots Management, LLC	Big Lots, Inc.
ASSETS								
Current assets:								
Cash and cash equivalents	6,755	5,112	865	(3,077)	137	3,423	56,919	48
Intercompany balances	(46,425)	231,578	76,796	68,597	77,850	9,499	(787,628)	170,327
Inventories	399,805	105,660	25,306	54,412	21,600	(368)	5	(0)
Other current assets	101,444	5,281	708	(4,407)	(10,020)	(763)	20,066	(7,544)
Total current assets	461,578	347,632	103,675	115,525	89,567	11,790	(710,638)	162,830
Operating lease right-of-use assets	655,976	187,093	43,913	78,685	85,928	-	-	(0)
Property and equipment - net	158,052	51,079	11,479	10,643	62,725	1,337	86,064	-
Deferred income taxes	(0)	0	0	0	-	-	(0)	(0)
Other assets	17,882	2,626	129	3	498	-	10	308
Investment in Subsidiaries	156,179	-	-	-	-	-	471,246	501,929
Total Assets	1,449,667	588,430	159,197	204,857	238,718	13,127	(153,319)	665,066
LIABILITIES AND SHAREHOLDERS' EQUITY								
Current liabilities:								
Accounts payable	(3,652)	12,273	596	21,183	3,952	350	4	10
Current operating lease liabilities	0	(0)	0	-	-	-	-	-
Property, payroll and other taxes	12,851	8,815	556	222	478	(38)	79	(0)
Accrued operating expenses	7,022	1,609	120	89	183	3,203	733	13,492
Current maturities of long-term debt obligations	109,818	-	-	-	-	-	-	-
Debtor in possession financing	322,221	-	-	-	-	-	-	-
Insurance reserves	1,232	498	94	86	159	8	208	(6)
Accrued salaries and wages	5,262	4,195	470	382	445	27	4,200	-
Other Current Liabilities	(59,967)	(16,810)	(807)	536	51,191	(246)	38,815	(346)
Total current liabilities	394,787	10,581	1,030	22,497	56,408	3,304	44,038	13,150
Long-term debt	(171)	-	-	-	-	-	171	-
Noncurrent operating lease liabilities	0	-	-	-	-	-	-	-
Income taxes payable	-	-	-	-	-	-	-	-
Insurance reserves	-	-	-	-	-	-	-	-
Unrecognized tax benefits	-	-	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-	-	-
Liabilities Subject To Compromise	1,128,226	517,104	71,127	176,534	179,171	3,724	27,124	3,986
Shareholders' equity/(deficit)	(73,175)	60,745	87,040	5,825	3,138	6,099	(224,652)	647,930
Total Liabilities & Shareholders' Equity/(Deficit)	1,449,667	588,430	159,197	204,857	238,718	13,127	(153,319)	665,066

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Unaudited Balance Sheet for the fiscal month ended September 28, 2024 - MOR-3

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<i>\$USD in 000s</i>	Consolidated Property Holdings, LLC	Broyhill LLC	Great Basin, LLC	Big Lots F&S, LLC	CSC Distribution LLC	Durant DC, LLC	PAFDC LLC	WAFDC, LLC
ASSETS								
Current assets:								
Cash and cash equivalents	53	-	-	(7)	(3)	(1)	-	-
Intercompany balances	32,359	-	12,090	9,640	78,945	67,532	(0)	(1,977)
Inventories	-	-	-	-	50,302	33,203	-	-
Other current assets	3,599	(0)	13	4,552	(5,086)	(3,501)	-	(27)
Total current assets	36,011	(0)	12,103	14,186	124,157	97,233	(0)	(2,004)
Operating lease right-of-use assets	-	-	1,011	-	50,070	69,014	0	-
Property and equipment - net	-	-	12,669	(1,380)	13,552	5,200	-	94
Deferred income taxes	0	-	-	(0)	-	0	-	-
Other assets	15,757	-	-	-	86	77	-	1,573
Investment in Subsidiaries	-	-	-	-	-	-	-	-
Total Assets	51,768	(0)	25,783	12,806	187,865	171,524	0	(337)
LIABILITIES AND SHAREHOLDERS' EQUITY								
Current liabilities:								
Accounts payable	-	-	488	18	15,952	10,273	-	-
Current operating lease liabilities	-	-	-	-	-	0	0	-
Property, payroll and other taxes	-	-	6	(3)	44	48	-	-
Accrued operating expenses	(8)	-	555	(8)	389	114	-	(279)
Current maturities of long-term debt obligations	-	-	-	-	-	-	-	-
Debtor in possession financing	-	-	-	-	-	-	-	-
Insurance reserves	-	-	-	5	164	136	-	-
Accrued salaries and wages	-	-	-	4	397	257	-	-
Other Current Liabilities	(1,741)	-	(351)	(34)	769	462	-	-
Total current liabilities	(1,749)	-	697	(19)	17,715	11,290	0	(279)
Long-term debt	-	-	-	-	-	-	-	-
Noncurrent operating lease liabilities	-	-	-	-	-	-	-	-
Income taxes payable	-	-	-	-	-	-	-	-
Insurance reserves	-	-	-	-	-	-	-	-
Unrecognized tax benefits	-	-	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-	-	-
Liabilities Subject To Compromise	1,145	-	20,551	1,239	164,723	155,327	0	165
Shareholders' equity/(deficit)	52,373	(0)	4,535	11,585	5,427	4,908	-	(224)
Total Liabilities & Shareholders' Equity/(Deficit)	51,768	(0)	25,783	12,806	187,865	171,524	0	(337)

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Unaudited Balance Sheet for the fiscal month ended September 28, 2024 - MOR-3

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<i>\$USD in 000s</i>	INFDC, LLC	BLBO Tenant, LLC	GAFDC LLC
ASSETS			
Current assets:			
Cash and cash equivalents	-	-	-
Intercompany balances	0	(12)	871
Inventories	-	-	-
Other current assets	-	-	(66)
Total current assets	0	(12)	805
Operating lease right-of-use assets	0	-	3,912
Property and equipment - net	-	-	-
Deferred income taxes	-	-	-
Other assets	-	-	-
Investment in Subsidiaries	-	-	-
Total Assets	0	(12)	4,717
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities:			
Accounts payable	-	-	-
Current operating lease liabilities	-	-	-
Property, payroll and other taxes	-	-	-
Accrued operating expenses	-	-	-
Current maturities of long-term debt obligations	-	-	-
Debtor in possession financing	-	-	-
Insurance reserves	-	-	-
Accrued salaries and wages	-	-	-
Other Current Liabilities	-	-	-
Total current liabilities	-	-	-
Long-term debt	-	-	-
Noncurrent operating lease liabilities	-	-	-
Income taxes payable	-	-	-
Insurance reserves	-	-	-
Unrecognized tax benefits	-	-	-
Other liabilities	-	-	-
Liabilities Subject To Compromise	(0)	(12)	4,717
Shareholders' equity/(deficit)	-	-	-
Total Liabilities & Shareholders' Equity/(Deficit)	(0)	(12)	4,717